

AUG 01 '11 -2 23 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

July 28, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated July 25, 2011 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Rd, Ste. 5000
Rosemont, IL 60018

Lessee: Tazewell & Peoria Railroad, Inc.
c/o Genesee & Wyoming, Inc.
13901 Sutton Park Drive South, Suite 180
Jacksonville, FL 32224

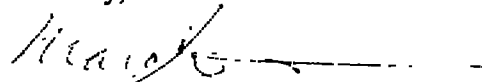
A description of the railroad equipment covered by the enclosed document is for forty five (45) gondola cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(TZPR001)

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ASSIGN. NO.: TZPR001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of July, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hazewell & Peoria Railroad, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 25, 2011, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of June 27, 2011 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
 Name: RICHARD F. SEYMOUR
 Title: VICE PRESIDENT SALES & MARKETING

By: Susan Gorkulsky
 Name: SUSAN GORKULSKY
 Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 25th day of July, 2011

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

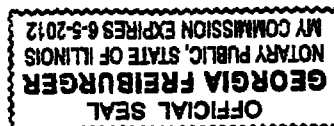
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of July, 2011

Georgia Freiburger
 Notary Public

My Commission Expires:

6-20-12
 (Notary Public)



LESSEE:

TAZEWELL & PEORIA RAILROAD, INC.

ATTEST:

By: [Signature]
Name: SPENCER P. WHITE
Title: PRESIDENT

By: [Signature]
Name: KEITH R JOHNSON
Title: MGR REVENUE ACCTG

Executed on this ____ day of _____, ____.

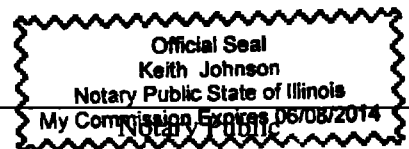
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF SANGAMIN

I, KEITH R JOHNSON, a Notary Public of the County and State
aforesaid, certify that SPENCER WHITE, personally appeared before me this day
and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of JUNE, 2011



My Commission Expires:

6/8/2014

(Notary Public)

[Signature]

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty five (45)

DESCRIPTION OF CARS: Gondola cars

CAR NUMBERS:

NOKL 315353	NOKL 315385	NOKL 323039
NOKL 315356	NOKL 315386	NOKL 323040
NOKL 315361	NOKL 315388	NOKL 323041
NOKL 315362	NOKL 315389	NOKL 323042
NOKL 315363	NOKL 315390	NOKL 323043
NOKL 315364	NOKL 315392	NOKL 323044
NOKL 315366	NOKL 315394	NOKL 323045
NOKL 315368	NOKL 315395	NOKL 323046
NOKL 315369	NOKL 315397	NOKL 323047
NOKL 315371	NOKL 315399	NOKL 323048
NOKL 315372	NOKL 323002	NOKL 323049
NOKL 315374	NOKL 323006	NOKL 323059
NOKL 315377	NOKL 323009	NOKL 323064
NOKL 315378	NOKL 323011	NOKL 323147
NOKL 315382	NOKL 323037	NOKL 323154